

## Assurance report pursuant to Section 2:328, subsection 2 of the Dutch Civil Code

To the Management Boards and shareholders of the Disappearing Company and the Issuing Company (both as mentioned below):

- (a) The Acquiring Company:  
New BinckBank N.V., a public company under Dutch law (*naamloze vennootschap*), having its official seat in Amsterdam and its office address at Barbara Strozzilaan 310, 1083 HN Amsterdam and registered with the trade register of the Dutch Chamber of Commerce under number 74048392.
- (b) The Disappearing Company:  
BinckBank N.V., a public company under Dutch law (*naamloze vennootschap*), having its official seat in Amsterdam and its office address at Barbara Strozzilaan 310, 1083 HN Amsterdam and registered with the trade register of the Dutch Chamber of Commerce under number 33162223.
- (c) The Issuing Company:  
BinckBank HoldCo B.V., a private limited liability company under Dutch law (*besloten vennootschap met beperkte aansprakelijkheid*), having its official seat in Amsterdam and its office address at Barbara Strozzilaan 310, 1083 HN Amsterdam and registered with the trade register of the Dutch Chamber of Commerce under number 73878561.

### Assignment and responsibilities

We have examined whether the statements with respect to the share exchange ratio described in the explanatory memorandum to the merger proposal dated 12 March 2019 relating to a merger between the following companies (the "Explanatory Memorandum"):

- (a) The Acquiring Company:  
New BinckBank N.V., a public company under Dutch law (*naamloze vennootschap*), having its official seat in Amsterdam and its office address at Barbara Strozzilaan 310, 1083 HN Amsterdam and registered with the trade register of the Dutch Chamber of Commerce under number 74048392.
- (b) The Disappearing Company:  
BinckBank N.V., a public company under Dutch law (*naamloze vennootschap*), having its official seat in Amsterdam and its office address at Barbara Strozzilaan 310, 1083 HN Amsterdam and registered with the trade register of the Dutch Chamber of Commerce under number 33162223.
- (c) The Issuing Company:  
BinckBank HoldCo B.V., a private limited liability company under Dutch law (*besloten vennootschap met beperkte aansprakelijkheid*), having its official seat in Amsterdam and its office address at Barbara Strozzilaan 310, 1083 HN Amsterdam and registered with the trade register of the Dutch Chamber of Commerce under number 73878561.

Meet the requirements of Section 2:327 of the Dutch Civil Code.

The companies' Management Boards are responsible for the preparation of the Explanatory Memorandum, including the aforementioned statements. Our responsibility is to issue an assurance report on these statements as referred to in Section 2:328, subsection 2 of the Dutch Civil Code.

## **Scope**

We have conducted our examination in accordance with Dutch law, including the Dutch standard 3000 "Assurance engagements other than audits or reviews of historical financial information". This requires that we plan and perform the examination to obtain reasonable assurance about whether the aforementioned statements meet the requirements of Section 2:327 of the Dutch Civil Code. An assurance engagement includes examining appropriate evidence on a test basis.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## **Opinion**

In our opinion the statements included in the Explanatory Memorandum meet the requirements of Section 2:327 of the Dutch Civil Code.

## **Restriction on use**

This assurance-report is exclusively intended for the Management Boards of the above mentioned companies and the persons as referred to in Section 2:314 subsection 2 of the Dutch Civil Code. It is solely issued in connection with the aforementioned merger proposal and therefore cannot be used for other purposes.

Amsterdam, 12 March 2019

Deloitte Accountants B.V.

Signed on the original: R.J.M. Maarschalk